



*Delivering
Sustainable Futures*

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

FEBRUARY 2022

Foreword



Dear colleagues,

The Sime Darby Berhad Group's Anti-Bribery and Anti-Corruption Policy elaborates on principles of bribery and other corrupt practices that may arise in the course of business. As you may recall, the Group CEO had highlighted the implementation of the Anti-Bribery Management System ("ABMS"), which is a set of policies and procedures designed to prevent and detect bribery.

The Anti-Bribery and Anti-Corruption Policy is not intended to be the one-stop centre for all definitive answers. Rather, it is intended as a reminder to our employees, as well to the public at large, of our Group's zero tolerance towards bribery and corruption. This has been the cornerstone of further initiatives under the ABMS towards achieving greater governance.

Bribery entails severe consequences for you, for your family, for the Sime Darby Group and for Malaysia. Dismissal, fines, and imprisonment, not to mention financial and reputational damages, are adverse consequences that may confront. As I embrace the responsibility as the Sponsor of ABMS with great honor, I'd like to take this opportunity to thank Mr Thayaparan Sangarapillai for his unwavering dedication as the previous ABMS Sponsor.

Let us together, continue to set ourselves apart in our fight against bribery and corruption by raising our bar to the next level.

Tan Sri Ahmad Badri Mohd Zahir
Non-Independent Non-Executive Director
Sponsor of Anti-Bribery Management System

1. Sime Darby Berhad's Commitment

Sime Darby Berhad and its subsidiaries (“**the Group**”) are committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the company's daily operations. The Group has adopted a zero tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in the Company losing its business or not meeting the targets.

The Group's Anti-Bribery and Anti-Corruption Policy (“**this Policy**”) leverages the core principles set out in the Group's Code of Business Conduct (“**COBC**”). The scenarios provided within this Policy do not limit the boundaries of the Policy which may be extended to cover all circumstances relating to bribery. Compliance to this Policy is mandatory and will be monitored with a principle-based approach.

2. Background

The Group highlighted Integrity as the first core values in the COBC. Each Employee shall uphold high levels of personal and professional values in all business interactions and decisions.

The nature of the Group's business requires its employees to engage in business with a wide range of parties, both internal as well as external. This Policy establishes the boundaries on interactions with all parties.

This Policy also provides guidance on how to act when subjected to potential acts of bribery and matters of corruption.

This Policy shall be read in conjunction with the COBC, the Vendor COBC, GPA A5 Risk & Compliance, GPA B1 COBC, GPA B5 Whistleblowing, Gifts, Hospitality & Donations (“**GHD**”) Procedure and the Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendment (“**MACCA**”).

3. Objective

This Policy sets out the Group's position on bribery in all its forms and matters of corruption that might confront the Group in its day to day operations.

4. Scope

This policy applies to all Directors and Employees of the Group. This includes Employees on secondment to Joint Ventures, affiliates or Associates. Counterparties (with whom appropriate contractual arrangements and procurement principles are warranted and have been established) are also expected to comply with this GPA when representing the Group. Business Partners are encouraged to adopt similar principles and standards of behaviour.

5. Definitions

The following definitions are included in this Policy.

Bribery	Bribery is defined as any action which would be considered as an offence of giving or receiving ‘gratification’ under MACCA.
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	<p>In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person a position of trust within an organisation.</p> <p>‘Gratification’ is defined in the MACCA to mean the following:</p> <ul style="list-style-type: none"> (a) <i>money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;</i> (b) <i>any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</i> (c) <i>any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</i> (d) <i>any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</i> (e) <i>any forbearance to demand any money or money’s worth or valuable thing;</i> (f) <i>any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and</i> (g) <i>any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).</i> <p>Bribery may be ‘outbound’, where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government Official or client decision-maker.</p> <p>It may also be ‘inbound’, where an external party is attempting to influence someone within the Group such as a decision-maker or someone with access to confidential information.</p> <p>Bribery and corruption are closely related. However, corruption has a wider remit. See ‘Corruption’ definition below.</p>
Business Associate	<p>An external party with whom the organisation has, or plans to establish, some form of business relationship. This primarily include Counterparties and Business Partners (as defined in the COBC), i.e. clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors (ISO 37001 definition).</p>
Corruption	<p>The Transparency International definition of corruption is ‘the abuse of entrusted power for personal gain’.</p> <p>For the purpose of this policy, corruption, is defined primarily as any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACCA) (‘Bribery’ as defined above).</p> <p>In addition, corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.</p>

Conflict of interest	When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making of the Group.
Donations	Please refer to the GHD Procedure for the definition of Donations in Paragraph 9. Please also refer to the definition for "political contributions" for further details.
Directors	Directors include all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.
Exposed Position	A staff position identified as vulnerable to bribery through a risk assessment. Such positions may include but is not limited to any role involving procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the company has identified as vulnerable to bribery.
Facilitation payment	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.
Gifts	Please refer to the GHD Procedure for the definition of Gifts and Operational Gifts in Paragraph 6 and Paragraph 7, respectively.
Employees	Employees shall encompass all personnel including senior management, managers, executives and non-executives under the employment of the Group. This also covers temporary staff and interns.
Gifts, Hospitality and Donations Procedure	Please refer to Paragraph 1 of the GHD Procedure for its definition. The GHD Procedure supports this Anti-Bribery and Anti-Corruption Policy.
Gifts, Hospitality and Donations Register	Please refer to the GHD Procedure for the definition of Gifts, Hospitality and Donations Register (" GHD Register ") in Paragraph 11(b).
Government Officials	Government Officials are defined broadly to include officers or employees acting on behalf of a government or public body or agency. It could also refer to officers or employees of a government international organisation, such as the United Nations. It also includes: (i) Employees, representatives or advisors of a political party; (ii) Candidates of political office; and (iii) Family members (including parents, sibling, spouse, child) of all the above.
Hospitality	Please refer to the GHD Procedure for the definition of Hospitality in Paragraph 8.
Political Contributions	Political contributions or expenditures include, but are not limited to: (i) Paying for advertisements and other political campaign expenses; (ii) Buying tables for fundraising dinners organised by a political party; and/or (iii) Loaning Employees to support political events during working hours. All political contributions and / or donations must be approved by the Board.

6. Anti-bribery and anti-corruption policy

- a) All forms of bribery and corruption are prohibited. The Group upholds a zero tolerance approach. In addition to bribery, Employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.
- b) Bribery may take the form exchange of money, goods, services, property, privilege, employment position or preferential treatment. Employees shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit the Group or the persons involved in the transaction.
- c) This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, Employees, agents and other appointed representatives at all levels. Even the perception of bribery is to be avoided.
- d) This Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- e) No Employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the company losing business or experiencing a delay in business operations.
- f) The Group recognises the value of integrity in its Employees and Directors. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Employees, shall be designed to recognise integrity. The Group conducts due diligence on employees who holds or may be holding, Exposed Positions.
- g) The Group does not offer employment to prospective Employees in return for previous favour/in exchange of improper favour.
- h) The Group awards contracts and employee positions purely based on merits. Support letters in all forms shall not be recognised as part of the business decision making process.

7. Recognition of local and international legislation

- a) The Group is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to MACCA, Malaysian Penal Code (revised 1977) (and its amendments), the Companies Act 2016 (Malaysia), the US Foreign Corrupt Practices Act 1977 (amended 1998), and the UK Bribery Act 2010. These laws prohibit bribery and corruption. Organisations are mandated to establish and maintain accurate books and records as well as adequate measures to prevent corrupt practices.
- b) In cases of conflict between mandatory law and the principles contained in this Policy the law shall prevail.

8. Gifts, Hospitality and Donations

- a) The Group operates in multi-jurisdiction. The Group respects that gifts and hospitality may be customary in some jurisdiction whilst it may also be practiced to keep business relationships warm. Please refer to GHD Procedure for further details.

9. Facilitation payments

- a) The Group adopts a strict stance that disallows facilitation payments.
- b) Employees are expected to notify their immediate superior when encountered with any requests for a facilitation payment. In addition, if a payment has been made and Employees

are unsure of the nature, their immediate superior must be immediately notified and consulted. They must also ensure that the payment has been recorded transparently.

- c) The Group equally uphold the safety of all Employees as priority. In the event that an Employee's safety is at stake, a facilitation payment to protect the Employee is permitted if:-
 - i. that is the immediate available recourse to protect the safety of the Employee;
 - ii. the Division Managing Director ("**Division MD**") /Group Chief Executive Officer's ("**GCEO**") approval has been obtained; or, payment under the state of emergency had been undertaken, after which the Divisional MD / GCEO's approval must be retrospectively obtained as soon as possible.

10. Business Associates

- a) As part of the Group's commitment to combat bribery, the Group expects all Business Associates to refrain from bribery.
- b) If suspicion of bribery and corruption arises in the dealings with any Business Associate, the Group shall seek an alternative provider of the services / goods.
- c) The Group expects all Business Associates acting on behalf the Group to contractually agree to refrain from bribery and corruption, and to adhere to the Vendor COBC ("**VCOBC**").
- d) If the Group is not satisfied that bribery and corruption prevention has been upheld, due diligence shall be undertaken with regards to any Business Associate intending to act on the Group's behalf.
- e) The extent of the due diligence should be risk-based and shall include a bribery risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associate over another.
- f) The Group shall endeavour to include clauses in all contracts enabling the Group to terminate any contract in which bribery or corruption has been observed.
- g) The Group strives to build and strengthen its relationships with Business Associates. In ensuring that the Business Associate adhere to industry best practice and accepted standards of behaviour, Business Associates may be required to complete the Sime Darby Business Partner Compliance Verification or the Mutual Recognition form, where deemed necessary based on circumstantial requirements. Where the requirements may not be immediately apparent, Group Risk & Compliance shall be consulted.
- h) Guidance and standards for appropriate practices and behaviours are expected to also be regulated to prevent corrupt practices. These are addressed in the JV COBC. Where the requirements may not be immediately apparent, Group Risk & Compliance shall be consulted.
- i) The VCOBC provides guidance to Vendors on the required standards and code of conduct when engaging in business dealings with the Group. All vendors are expected to adhere to the VCOBC and declare compliance to the VCOBC via the Vendor Letter of Declaration ("**VL0D**"). Where the requirements may not be immediately apparent, Divisional Procurement / Group Risk & Compliance shall be consulted.

11. Responsibilities of Employees

- a) Employees are responsible for understanding and complying with this Policy. In particular, the role of all Employees includes the following:
 - i. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
 - ii. Promptly record all transactions and payments accurately and in reasonable detail;
 - iii. Always raise suspicious transactions to immediate superiors for guidance on next course of action;
 - iv. Promptly report violations or suspected violations through appropriate channels; and

- v. Promptly complete COBC trainings and assessments, as well as attest to comply annually.

12. Conflict of interest

- a) Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the Group. Employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Employees must not use their position, official working hours, Group resources and assets for personal gain or to the Group's disadvantage.
- b) The COBC sets out the procedures on how to deal with conflicts of interests arising with a selected group of individuals and entities, including:
 - i. Dealing with suppliers, customers, agents and competitors;
 - ii. Personal dealings with suppliers and customers;
 - iii. Outside employment and activities outside the Group ;
 - iv. Board membership;
 - v. Family members and close personal relationships; and
 - vi. Investment activities.
- c) In situations where confronted with such conflict, Employees are required to complete the Conflicts of Interest Disclosure Form.

13. Staff declarations

- a) All new recruits shall complete trainings on the COBC, the GPA and this Policy. New recruits are expected to pass the assessment at the end of the training and attest that the COBC shall be complied with in the course of his/her employment.
- b) In addition, under circumstances of suspicious behaviour, allegations and/or investigations relating to bribery or corruption, Group Risk & Compliance and Group Human Resources reserves all rights to request the relevant Employee to declare information regarding assets owned as deemed necessary.

14. Anti-bribery and Anti-Corruption compliance

- a) Group Risk & Compliance shall have the oversight of the implementation of compliance controls related to this Policy.
- b) Group Risk & Compliance shall conduct regular risk assessments to identify the bribery and corruption risks potentially affecting the Group. Group Compliance & Integrity shall also review the suitability of this Policy from time to time, taking into account relevant developments in the legislature as well as evolving industry and international standards.
- c) Group Risk & Compliance shall be the independent authority under GPA A5 to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Head of Group Compliance & Integrity shall maintain a direct reporting line to the Governance and Audit Committee, the Group Management Committee as well as the Directors.
- d) Group Risk & Compliance shall implement and effectively manage routine anti-bribery and anti-corruption measures as deemed appropriate to ring-fence the organisation against possible legislative liabilities, as well as undertake ad-hoc measures deemed required based on circumstantial requirements that presents during the course of operations.

15. Awareness and training

- a) The Group conducts awareness programmes for all Employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics. This includes the online COBC training, assessment and attestation.
- b) In addition, the Group provides anti-bribery and anti-corruption training to :-
 - i. New recruits; and
 - ii. Employees promoted / transferred to Exposed Positions.
- c) Group Risk & Compliance may at any time recommend that certain trainings be repeated to any Employee / Group of Employees in any operating unit / Region if deemed necessary based on circumstantial requirements.
- d) Group Human Resources shall maintain all records of trainings in collaboration with Group Risk & Compliance.

16. Reporting of policy violations

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected -bribery and corruption incidents are reported promptly. The Group practices an open door policy and encourages all Employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. The COBC sets out secured whistleblowing channels below :-

- a) Whistleblowing e-Form at :
 - i. <https://www.simedarby.com/operating-responsibly/whistleblowing>
- b) Emails:
 - i. Senior Independent Director :
seniordirector@simedarby.com
 - ii. Group Risk & Compliance Whistleblowing Unit :
whistleblowing@simedarby.com
- c) Calls to (Malaysian Office Hours; GMT+8 hours) :
 - i. Malaysia (Toll-free) : 1-800-18-5008
 - ii. Other Countries : (6019)-2688-295
- d) Letters to Group Compliance & Integrity Whistleblowing Unit at :

Sime Darby Berhad,
P.O Box 03187, 47500,
Subang Jaya, Selangor,
Malaysia

Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

17. Non-compliance

- a) Group Risk & Compliance shall conduct regular validation to ensure compliance to this Policy. Such validation exercises may be conducted either independently by Group Risk & Compliance or in collaboration with Group Corporate Assurance, and/or conducted by external consultants.
- b) Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the Risk Management Committee.

18. Continuous improvement

- a) The Group is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. Group Risk & Compliance may therefore endeavour to develop further integrity measures and certify the Group's anti-bribery procedures as adequate where certification is available.

19. Sanctions for non-compliance

- a) The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action in accordance with the Consequence Management Policy, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of non-compliance.
- b) The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.
- c) Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.

20. Waiver

Any deviation or waiver from this policy must be approved either by the Governance and Audit Committee or the Board of Directors.

Note: The Gifts, Hospitality & Donations procedure is an internal document. Please contact group.risk.compliance@sime-darby.com for details.